

**UNITED STATES DISTRICT COURT
DISTRICT OF NORTH DAKOTA**

PHOENIX CAPITAL GROUP HOLDINGS, LLC

Plaintiff,

v.

INCLINE ENERGY PARTNERS, L.P.

Defendant.

Case No. 1:23-cv-00209

**DECLARATION OF JOHN T. RYAN IN SUPPORT OF PLAINTIFF’S OPPOSITION
TO PENDING MOTIONS TO DISMISS AND IN SUPPORT OF PLAINTIFF’S MOTION
FOR LEAVE TO FILE AMENDED COMPLAINT**

I, John T. Ryan, declare as follows:

1. I have been admitted to this Court *pro hac vice*, and I am an attorney with the law firm of Latham & Watkins LLP, counsel of record for Plaintiff Phoenix Capital Group Holdings, LLC (“Plaintiff”) in the above-captioned matter. I have personal knowledge of the facts set forth in this declaration, and if called as a witness, could and would testify competently thereto.

2. Attached hereto as **Exhibit 1** is a true and correct copy of a February 23, 2024 web capture of the Incline Energy Partners website located at <https://inclinelp.com>.

3. Attached hereto as **Exhibit 2** is a true and correct copy of a letter dated June 12, 2024, signed by North Dakota Secretary of State Michael Howe, certifying that Incline Bakken Minerals, LLC was qualified to do business in the State of North Dakota on January 30, 2020, and enclosing a copy of a North Dakota Certificate of Authority Application – Foreign Limited Liability Company, dated January 27, 2020, and signed by William Francis on behalf of Incline Bakken Minerals, LLC.

4. Attached hereto as **Exhibit 3** is a true and correct copy of a letter dated February 16, 2024, signed by North Dakota Secretary of State Michael Howe, certifying that Incline Bakken Minerals II, LLC was qualified to do business in the State of North Dakota on February 25, 2022, and enclosing copies of certain filings including a North Dakota Certificate of Authority Application – Foreign Limited Liability Company, dated December 29, 2021, and signed by William Francis on behalf of Incline Bakken Minerals II, LLC.

5. Attached hereto as **Exhibit 4** is a true and correct copy of a letter dated June 12, 2024, signed by North Dakota Secretary of State Michael Howe, certifying that Incline Bakken, LLC was qualified to do business in the State of North Dakota on January 30, 2020, and enclosing a copy of a North Dakota Certificate of Authority Application – Foreign Limited Liability Company, dated January 27, 2020, and signed by William Francis on behalf of Incline Bakken, LLC.

6. Attached hereto as **Exhibit 5** is a true and correct copy of a letter dated February 16, 2024, signed by North Dakota Secretary of State Michael Howe, certifying that Incline Bakken II, LLC was qualified to do business in the State of North Dakota on August 1, 2023, and enclosing copies of certain filings including a North Dakota Certificate of Authority Application – Foreign Limited Liability Company, dated August 1, 2023, identifying William Francis as a “Manager or Governor” of Incline Bakken II, LLC.

7. Attached hereto as **Exhibit 6** is a true and correct copy of a February 23, 2024 web capture from the website located at <https://ndrin.com>, reflecting search results for instruments recorded in certain counties within the State of North Dakota identifying Incline Bakken Minerals, Incline Bakken, Incline Energy Partners, L.P., Incline Bakken Minerals II, Incline Bakken II, and other Incline-affiliated entities as the owners, grantors, grantees, lessors,

lessees, assignors, or assignees of oil, gas, and mineral rights connected to properties located in the State of North Dakota

8. Attached hereto as **Exhibit 7** are true and correct copies of instruments recorded in counties within the State of North Dakota identifying Incline Bakken Minerals II and Incline Bakken II as the owners or grantees of oil, gas, and mineral rights connected to properties located in the State of North Dakota.

9. Attached hereto as **Exhibit 8** is a true and correct copy of a letter dated January 12, 2024, from Lawrence Bender of Fredrikson & Byron, P.A. in Bismarck, North Dakota, to the North Dakota Industrial Commission, Oil and Gas Division (the “Commission”), enclosing a copy of a document titled “Application of Incline Energy Partners.” As indicated in the Certificate of Service signed by Mr. Bender, a copy of this document was served on Plaintiff’s affiliate, Phoenix Operating LLC, contemporaneously with its submission to the Commission.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 12, 2024

By /s/ John T. Ryan
John T. Ryan